

Presentment Date: August 11, 2009 at 12:00 p.m. (Eastern Time)
Objection Deadline: August 11, 2009 at 11:00 a.m. (Eastern Time)

Richard M. Cieri
Jonathan S. Henes
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
TRONOX INCORPORATED, <u>et al.</u> , ¹)	Case No. 09-10156 (ALG)
)	
Debtors.)	Jointly Administered
)	

**NOTICE OF PRESENTMENT OF STIPULATION AND ORDER BETWEEN
THE DEBTORS AND THE ADMINISTRATIVE AGENT TO THE PREPETITION
LENDERS REGARDING THE PREPETITION LENDERS' PROOF OF CLAIM**

PLEASE TAKE NOTICE that Tronox Incorporated and its debtor affiliates (collectively, the "Debtors"), together with the administrative agent (the "Agent") to the lenders (the "Prepetition Lenders") under the Credit Agreement dated as of November 28, 2005, will present the attached Stipulation and Order Regarding the Prepetition Lenders' Proof of Claim (the "Order") to the Honorable Allan L. Gropper, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, for signature on **August 11, 2009 at 12:00 p.m. (Eastern Time)**.

¹ The debtors in these chapter 11 cases include: Tronox Luxembourg S.ar.L.; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

PLEASE TAKE FURTHER NOTICE that responses or objections, if any, to the Order must comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules, must be set forth in a writing describing the basis therefore, and must be filed with the Bankruptcy Court electronically in accordance with General Order M-242, as amended by General Order M-269, by registered users of the Court's electronic case filing system (the User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties in interest, on a 3-1/2 inch disk, preferably in Portable Document Format (PDF), Word or any other Windows-based word processing format (with a hard copy delivered directly to Chambers) and served upon each of the following: (a) counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Jonathan S. Henes; (b) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Susan Golden; (c) counsel to the administrative agent for the postpetition and prepetition lenders, Cravath, Swaine & Moore LLP, 825 Eighth Avenue, New York, New York 10019, Attn: Robert Trust; (d) counsel to the official committee of unsecured creditors, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn: Brian S. Hermann; (e) counsel to the official committee of equity security holders, Pillsbury Winthrop Shaw Pittman LLP, 1540 Broadway, New York, New York 10036, Attn: David A. Crichlow; (f) the United States Attorney for the Southern District of New York, 86 Chambers Street, Third Floor, New York, New York 10007, Attn: Matthew L. Schwartz; and (g) all persons or entities that have served and filed notices of appearance in these chapter 11 cases pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure (with service on the Rule 2002 parties

by email only), so as to be received not later than **11:00 a.m. (Eastern Time) on August 11, 2009** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if a written objection is timely filed and received by the parties set forth above, the Court will notify the parties of the date and time of the hearing to consider the Order and any Objections thereto. The parties are required to attend such hearing, and failure to attend in person or by counsel may result in relief being granted or denied upon default.

PLEASE TAKE FURTHER NOTICE that if no written objection to the Order has been properly filed and served by the Objection Deadline, the Bankruptcy Court may enter the Order without a hearing.

New York, New York
Dated: August 5, 2009

/s/ Jonathan S. Henes

Richard M. Cieri
Jonathan S. Henes
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022-4611
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**UNITED STATES BANKRUPTCY COURT
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In re:)	
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TRONOX INCORPORATED, <u>et al.</u> ,)	Case No. 09-10156 (ALG)
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Debtors.)	Jointly Administered
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**STIPULATION AND ORDER BETWEEN THE DEBTORS
AND THE ADMINISTRATIVE AGENT TO THE PREPETITION
LENDERS REGARDING THE PREPETITION LENDERS' PROOF OF CLAIM**

Tronox Incorporated and its debtor affiliates (collectively, the “Debtors”), together with Credit Suisse, as the administrative agent (the “Agent”) to the lenders (the “Prepetition Lenders”) under the Credit Agreement dated as of November 28, 2005 (the “Prepetition Credit Agreement” and, together with all related and ancillary documentation, the “Prepetition Agreements”), respectfully submit this stipulation and order and agree and state as follows:

WHEREAS, on January 12, 2009 (the “Petition Date”), the Debtors filed voluntary petitions for relief under Chapter 11, Title 11 of the United States Code, 11 U.S.C. § 1101 et seq., as amended (the “Bankruptcy Code”);

WHEREAS, on the Petition Date, Tronox Worldwide LLC, a Debtor in these chapter 11 cases, and certain other Debtors, were party to the Prepetition Credit Agreement and the Prepetition Agreements;

WHEREAS, on May 5, 2009, the Debtors filed *Tronox’s Motion For Entry Of An Order (A) Setting Bar Dates For Filing Proofs Of Claim, (B) Approving The Form And Manner For Filing Proofs Of Claim And (C) Approving Notice Thereof* (the “Bar Date Motion”) [Dkt. No. 339];

WHEREAS, as set forth in footnote 4 to the Bar Date Motion, certain procedures and requirements regarding the filing of valid proofs of claim in the Debtors' chapter 11 cases do not apply to the Agent for the Prepetition Lenders, and therefore, in the Bar Date Motion, the Debtors sought to have the Court authorize the Agent "to file a single, consolidated proof of claim in the Chapter 11 Cases on behalf of itself and the prepetition lenders in connection with all of the Claims arising under or in connection with the applicable prepetition agreements (and all documents related thereto)";

WHEREAS, on May 28, 2009, the Court entered an order approving the Bar Date Motion (the "Bar Date Order") [Dkt. No. 466], that inadvertently omitted language concerning the right of the Agent to file a single, consolidated proof of claim on behalf of the Prepetition Lenders;

WHEREAS, the Debtors and the Agent desire to clarify the obligations of the Agent with respect to the filing of a proof of claim on behalf of the Prepetition Lenders;

THEREFORE, the Debtors and the Agent stipulate and agree and the Court orders that:

1. Notwithstanding anything to the contrary in the Bar Date Order, the Federal or Local Rules of Bankruptcy Procedure or other applicable law, the Agent to the Prepetition Lenders, for itself and on behalf of the Prepetition Lenders under the Prepetition Agreements, is authorized and permitted, but not directed, to file a single, consolidated proof of claim in the chapter 11 case captioned In re Tronox Incorporated, Case No. 09-10156 (ALG) (the "Lead Case") on behalf of itself and the Prepetition Lenders in connection with all of the claims arising under or in connection with the applicable Prepetition Agreements (and all documents related thereto); provided that the proof of claim shall identify each Debtor against which a claim is being asserted and the aggregate amount of the claim. Unless otherwise agreed by the Agent, this Stipulation shall also apply to any amendment to the proof of claim filed by the Agent. The

filing of such proof of claim or amendment by the Agent shall be deemed to constitute the filing of such proof of claim or amendment against each of the Debtors identified as obligors in such proof of claim or amendment.

2. The Agent need not state in any consolidated proof of claim it files the amount of the loans under the Prepetition Agreements owing to the individual Prepetition Lenders. The Agent may file such proof of claim without annexing the supporting documents thereto; provided that the Agent shall make a copy of all such documents available for inspection by any party in interest upon request made in writing to the Agent's counsel.

3. Notwithstanding anything to the contrary in the Bar Date Order, the Federal or Local Rules of Bankruptcy Procedure or other applicable law, any objections to any consolidated proof of claim filed by the Agent shall be deemed to be an objection to the claims of each Prepetition Lender on whose behalf the applicable consolidated proof of claim was filed.

4. Neither the Debtors, any statutory committee appointed in the Debtors' chapter 11 cases, nor any other party in interest waive their right to object to any claims identified in any proof of claim, whether as to amount, classification, priority, or otherwise, or to any liability therefrom.

AGREED TO BY:

Dated: August 5, 2009
New York, New York

KIRKLAND & ELLIS LLP
Attorneys for the Debtors

/s/ Jonathan S. Henes
Jonathan S. Henes
601 Lexington Avenue
New York, New York 10022
Tel: (212) 446-4800

Dated: August 5, 2009
New York, New York

CRAVATH, SWAINE & MOORE LLP
Attorneys for the Agent

/s/ Robert Trust
Robert Trust
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
Tel: (212) 474-1000

SO ORDERED:

Dated: _____
New York, New York

Hon. Allan L. Gropper
United States Bankruptcy Judge